## FORM D

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

## FORM D

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

/	15	85	8/
	13	83	8/

OMB APPROVAL OMB Number: 3235-0076 Expires: April 30, 2008 Estimated average burden

hours per response ...... 16.00



	**
Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)  Disc Dynamics, Inc. Series F Convertible Preferred Stock	
Filing Under (Check box(es) that apply): [ ] Rule 504 [ ] Rule 505 [x] Rule 506 [ ] Section 4(6) [ ] ULO Type of Filing: [ ] New Filing [x] Amendment	E RECEIVED
A. BASIC IDENTIFICATION DATA	EED 9 9 2007
Enter the information requested about the issuer	TEB 2 2 (00)
Name of Issuer ([ ] check if this is an amendment and name has changed, and indicate change.)  Disc Dynamics, Inc.	195
Address of Executive Offices (Number and Street, City, State, Zip Code) 9600 West 76th Street, Suite T, Eden Prairie, Minnesota 55344	Telephone Number (Incibiling Area; Code) (952) 345-2960
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business Medical device development	, 1100E32ED
include device development	MAP 0.5 2002
Type of Business Organization	P 5 2001
[x] corporation [] limited partnership, already formed [] other (please specify): [] business trust [] limited partnership, to be formed	THOMSON
Actual or Estimated Date of Incorporation or Organization:	Month Year [0 5] [0 0] [x] Actual [] Estimated

## **GENERAL INSTRUCTIONS**

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.

[M|N]

CN for Canada; FN for other foreign jurisdiction)

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

### ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

# A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
  - Each promoter of the issuer, if the issuer has been organized within the past five years;
  - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
  - · Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
  - Each general and managing partner of partnership issuers.

Full Name (Last name first, if individual)  Healy, Seven J.  Business or Residence Address (Number and Street, City, State, Zip Code)  9000 West 76th Street, Suite T, Eden Prairie, Minnesota \$5344  Check Box(es) that Apply:	Check Box(es) that Apply:	[ ] Promoter	[ x ] Beneficial Owner	[x] Executive Office	r [x] Directo	r [ ] General and/or Managing Partner
Check Box(s) that Apply: [] Promoter [x] Beneficial Owner [x] Executive Officer [] Director [] General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) 9600 West 76th Street, Stulte T, Eden Prairie, Minnesota 55344 Check Box(s) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [x] Director [] General and/or Managing Partner Full Name (Last name first, if individual) Bakker, Juliet Business or Residence Address (Number and Street, City, State, Zip Code) 9600 West 76th Street, Suite T, Eden Prairie, Minnesota 55344 Check Box(s) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner Full Name (Last name first, if individual) Meditronic, Ioc. Business or Residence Address (Number and Street, City, State, Zip Code) 710 Meditronic Parkway, N.E., Minnesopals, MN 55432-5604 Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner Full Name (Last name first, if individual) Pequel Healtheur Venture Fund, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) Only als Farm Road, Westport, CT 06880 Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner Full Name (Last name first, if individual) Dougherty Opportunity Fund II, L.P. Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Public Public Residence Address (Number and Street, City, State, Zip Code) Public Residence Address (Number and Street, City, State, Zip Code) Public Residence Address (Number and Street, City, State, Zip Code) Public Residence Address (Number and Street, City, Sta	•	individual)				
Eustman, Keith M.  Business or Residence Address (Number and Street, City, State, Zip Code)  900 West 76th Street, Suite T, Eden Prairie, Minnesota 55344  Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [x   Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  800 West 76th Street, Suite T, Eden Prairie, Minnesota 55344  Check Box(es) that Apply: [] Promoter [x   Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Medtronic, Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  710 Medtronic Parkway, N.E., Minneapolis, MN 55432-5604  Check Box(es) that Apply: [] Promoter [x   Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Pequot Healthcare Venture Fund, L.P.  Business or Residence Address (Number and Street, City, State, Zip Code)  500 Nyala Farm Road, Westport, CT 06880  Check Box(es) that Apply: [] Promoter [x   Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Dougherty Opportunity Fund II, L.P.  Business or Residence Address (Number and Street, City, State, Zip Code)  700 Metro Boulevard, Edina, MN 55439  Check Box(es) that Apply: [] Promoter [x   Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Dougherty Opportunity Fund II, L.P.  Business or Residence Address (Number and Street, City, State, Zip Code)  700 Metro Boulevard, Edina, MN 55439  Check Box(es) that Apply: [] Promoter [x   Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Sussen, David  Business or Residence Address (Number and Street, City, State, Zip Code)  700 Metro Boulevard, Edina, MN 55435  Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Exec				e)		
Eastman, Keith M.  Business or Residence Address (Number and Street, City, State, Zip Code)  900 West 76th Street, Suite T, Eden Prairie, Minnesota 55344  Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [x   Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  900 West 76th Street, Suite T, Eden Prairie, Minnesota 55344  Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Meditronic, Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  710 Methronic Parkway, N.E., Minnespolis, MN 55432-5604  Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Pull Name (Last name first, if individual)  Pull Name (Last name first, if individual)  Dougherty Opportunity Fund M, L.P.  Business or Residence Address (Number and Street, City, State, Zip Code)  700 Methronic Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Dougherty Opportunity Fund II, L.P.  Business or Residence Address (Number and Street, City, State, Zip Code)  700 Methro Boulevard, Edina, MN 55439  Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Dougherty Opportunity Fund II, L.P.  Business or Residence Address (Number and Street, City, State, Zip Code)  700 Methronic Modernary (Promoter [x] Beneficial Owner [] Executive Officer [x] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Sussen, Oscidence Address (Number and Street, City, State, Zip Code)  900 Abox Rook (Subt Apply: [] Promoter [] Beneficial Owner []	Check Box(es) that Apply:	[ ] Promoter	[ x ] Beneficial Owner	[x] Executive Office	r [ ] Director	[ ] General and/or Managing Partner
Second Street, State T, Edeo Prairie, Minnesota 55344  Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [x   Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Bankler, Juliet  Business or Residence Address (Number and Street, City, State, Zip Code)  9600 West 76th Street, Suite T, Eden Prairie, Minnesota 55344  Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Medtronic, Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  710 Medtronic Parkway, N.E., Minneapolis, MN 55432-5604  Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Pequot Healthcare Venture Fund, L.P.  Subsiness or Residence Address (Number and Street, City, State, Zip Code)  500 Nyala Farm Road, Westport, CT 06880  Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Dougherty Opportunity Fund II, L.P.  Subsiness or Residence Address (Number and Street, City, State, Zip Code)  7200 Metro Boulevard, Edina, MN 55439  Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [x] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Residence Address (Number and Street, City, State, Zip Code)  Subsenses or Residence Address (Number and Street, City, State, Zip Code)  Subsenses or Residence Address (Number an		ndividual)				
Business or Residence Address (Number and Street, City, State, Zip Code)  9600 West 76th Street, Suite T, Eden Prairie, Minnesotia S5344  Check Box(es) that Apply: [   Promoter [ x ] Beneficial Owner [ ] Executive Officer [ ] Director [ ] General and/or Managing Partner  Full Name (Last name first, if individual)  Meditronic, Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  710 Meditronic Parkway, N.E., Minneapolis, MN 55432-5604  Check Box(es) that Apply: [ ] Promoter [ x ] Beneficial Owner [ ] Executive Officer [ ] Director [ ] General and/or Managing Partner  Full Name (Last name first, if individual)  Pequot Healthcare Venture Fund, L.P.  Business or Residence Address (Number and Street, City, State, Zip Code)  500 Nyala Farra Road, Westport, CT 06880  Check Box(es) that Apply: [ ] Promoter [ x ] Beneficial Owner [ ] Executive Officer [ ] Director [ ] General and/or Managing Partner  Full Name (Last name first, if individual)  Dougherty Opportunity Fund II, L.P.  Business or Residence Address (Number and Street, City, State, Zip Code)  500 Nyala Farra Road, Mestport, CT 06880  Check Box(es) that Apply: [ ] Promoter [ x ] Beneficial Owner [ ] Executive Officer [ ] Director [ ] General and/or Managing Partner  Full Name (Last name first, if individual)  Felt, Jeffrey M.D.  Business or Residence Address (Number and Street, City, State, Zip Code)  500 Pasker Road, Suite 550, Minnetonka, MN 55345  Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ x ] Director [ ] General and/or Managing Partner  Full Name (Last name first, if individual)  Felt, Jeffrey M.D.  Business or Residence Address (Number and Street, City, State, Zip Code)  500 Pasker Road, Suite 550, Minnetonka, MN 55345  Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ x ] Director [ ] General and/or Managing Partner  Full Name (Last name first, if individual)  Sussen, David				e)		
Bakker, Juliel  Business or Residence Address (Number and Street, City, State, Zip Code)  600 West 76th Street, Suite T, Eden Prairie, Minnesota 55344  Check Box(es) that Apply: [ ] Promoter [x] Beneficial Owner [ ] Executive Officer [ ] Director [ ] General and/or Managing Partner  Full Name (Last name first, if individual)  Medtronic, Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  710 Medtronic Parkway, N.E., Minneapolis, MN 55432-5604  Check Box(es) that Apply: [ ] Promoter [x] Beneficial Owner [ ] Executive Officer [ ] Director [ ] General and/or Managing Partner  Full Name (Last name first, if individual)  Pequot Healthcare Venture Fund, L.P.  Business or Residence Address (Number and Street, City, State, Zip Code)  500 Nyala Farm Road, Westport, CT 60880  Check Box(es) that Apply: [ ] Promoter [x] Beneficial Owner [ ] Executive Officer [ ] Director [ ] General and/or Managing Partner  Full Name (Last name first, if individual)  Dougherty Opportunity Fund II, L.P.  Business or Residence Address (Number and Street, City, State, Zip Code)  7200 Metro Boulevard, Edina, MN 55439  Check Box(es) that Apply: [ ] Promoter [x] Beneficial Owner [ ] Executive Officer [ ] Director [ ] General and/or Managing Partner  Full Name (Last name first, if individual)  Felt, Jeffrey M.D.  Business or Residence Address (Number and Street, City, State, Zip Code)  809 Baker Road, Suite 550, Minnetonka, MN 55345  Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ x ] Director [ ] General and/or Managing Partner  Full Name (Last name first, if individual)  Felt, Jeffrey M.D.  Business or Residence Address (Number and Street, City, State, Zip Code)  809 Baker Road, Suite 550, Minnetonka, MN 55345  Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ x ] Director [ ] General and/or Managing Partner  Full Name (Last name first, if individual)  Full Name (Last name first, if individual)  Full Name (Last name first, if individual)  Full Name	Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[x] Director	[ ] General and/or Managing Partner
Check Box(es) that Apply: [   Promoter   x   Beneficial Owner   Executive Officer   Director   General and/or Managing Partner  Full Name (Last name first, if individual)  Medtronic, Inc.  Business or Residence Address (Number and Street, City, State, Zip Code)  Toll Name (Last name first, if individual)  Medtronic Parkway, N.E., Minneapolis, MN 55432-5604  Check Box(es) that Apply: [   Promoter   x   Beneficial Owner   Executive Officer   Director   General and/or Managing Partner  Full Name (Last name first, if individual)  Pequot Healthcare Venture Fund, L.P.  Business or Residence Address (Number and Street, City, State, Zip Code)  500 Nyala Farm Road, Westport, CT 06880  Check Box(es) that Apply: [   Promoter   x   Beneficial Owner   Executive Officer   Director   General and/or Managing Partner  Full Name (Last name first, if individual)  Dougherty Opportunity Fund II, L.P.  Business or Residence Address (Number and Street, City, State, Zip Code)  7200 Metro Boulevard, Edina, MN 55439  Check Box(es) that Apply: [   Promoter   x   Beneficial Owner   Executive Officer   Director   General and/or Managing Partner  Full Name (Last name first, if individual)  Felt, Jeffrey M.D.  Business or Residence Address (Number and Street, City, State, Zip Code)  Soog Baker Road, Suite 550, Minnetonka, MN 55345  Check Box(es) that Apply: [   Promoter   Executive Officer   X   Director   General and/or Managing Partner  Full Name (Last name first, if individual)  Sussessen, Road, Suite 550, Minnetonka, MN 55345  Check Box(es) that Apply: [   Promoter   Beneficial Owner   Executive Officer   X   Director   General and/or Managing Partner		ndividual)				
Full Name (Last name first, if individual)  Medtronic, Inc.  Business or Residence Address (Number and Street, City, State, Zip Code) 710 Medtronic Parkway, N.E., Minneapolis, MN 55432-5604  Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner  Full Name (Last name first, if individual) Pequot Healthcare Venture Fund, L.P.  Business or Residence Address (Number and Street, City, State, Zip Code)  500 Nyala Farm Road, Westport, CT 06880  Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner  Full Name (Last name first, if individual) Dougherty Opportunity Fund II, L.P.  Business or Residence Address (Number and Street, City, State, Zip Code)  7200 Metro Boulevard, Edina, MN 55439  Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Felt, Jeffrey M.D.  Business or Residence Address (Number and Street, City, State, Zip Code)  5090 Baker Road, Suite 550, Minnetonka, MN 55345  Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [x] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Felt, Jeffrey M.D.  Business or Residence Address (Number and Street, City, State, Zip Code)  5090 Baker Road, Suite 550, Minnetonka, MN 55345  Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [x] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Stassen, David  Business or Residence Address (Number and Street, City, State, Zip Code)  10400 Viking Drive, Suite 550, Eden Prairie, MN 55344		•		e)		
Medtronic, Inc.  Business or Residence Address (Number and Street, City, State, Zip Code) 710 Medtronic Parkway, N.E., Minneapolis, MN 55432-5604  Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner  Full Name (Last name first, if individual) Pequot Healthcare Venture Fund, L.P.  Business or Residence Address (Number and Street, City, State, Zip Code)  500 Nyala Farm Road, Westport, CT 06880  Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner  Full Name (Last name first, if individual) Dougherty Opportunity Fund II, L.P.  Business or Residence Address (Number and Street, City, State, Zip Code)  7200 Metro Boulevard, Edina, MN 55439  Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner  Full Name (Last name first, if individual) Felt, Jeffrey M.D.  Business or Residence Address (Number and Street, City, State, Zip Code)  5909 Baker Road, Suite 550, Minnetonka, MN 55345  Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [x] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Felt, Jeffrey M.D.  Business or Residence Address (Number and Street, City, State, Zip Code)  Full Name (Last name first, if individual)  Stassen, David  Business or Residence Address (Number and Street, City, State, Zip Code)  10400 Viking Drive, Suite 550, Eden Prairie, MN 55344	Check Box(es) that Apply:	[ ] Promoter	[ x ] Beneficial Owner	[ ] Executive Officer	[ ] Director	[ ] General and/or Managing Partner
710 Medtronic Parkway, N.E., Minneapolis, MN 55432-5604  Check Box(es) that Apply: [ ] Promoter [ x ] Beneficial Owner [ ] Executive Officer [ ] Director [ ] General and/or Managing Partner  Full Name (Last name first, if individual) Pequot Healthcare Venture Fund, L.P.  Business or Residence Address (Number and Street, City, State, Zip Code)  500 Nyala Farm Road, Westport, CT 06880  Check Box(es) that Apply: [ ] Promoter [ x ] Beneficial Owner [ ] Executive Officer [ ] Director [ ] General and/or Managing Partner  Full Name (Last name first, if individual) Dougherty Opportunity Fund II, L.P.  Business or Residence Address (Number and Street, City, State, Zip Code)  7200 Metro Boulevard, Edina, MN 55439  Check Box(es) that Apply: [ ] Promoter [ x ] Beneficial Owner [ ] Executive Officer [ ] Director [ ] General and/or Managing Partner  Full Name (Last name first, if individual)  Felt, Jeffrey M.D.  Business or Residence Address (Number and Street, City, State, Zip Code)  5909 Baker Road, Suite 550, Minnetonka, MN 55345  Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ x ] Director [ ] General and/or Managing Partner  Full Name (Last name first, if individual)  Business or Residence Address (Number and Street, City, State, Zip Code)  Business or Residence Address (Number and Street, City, State, Zip Code)  Business or Residence Address (Number and Street, City, State, Zip Code)  Business or Residence Address (Number and Street, City, State, Zip Code)  Business or Residence Address (Number and Street, City, State, Zip Code)  Business or Residence Address (Number and Street, City, State, Zip Code)	•	ndividual)	<del>, -</del>		·	
Full Name (Last name first, if individual) Pequot Healthcare Venture Fund, L.P.  Business or Residence Address (Number and Street, City, State, Zip Code)  500 Nyala Farm Road, Westport, CT 66880  Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner  Full Name (Last name first, if individual) Dougherty Opportunity Fund II, L.P.  Business or Residence Address (Number and Street, City, State, Zip Code)  7200 Metro Boulevard, Edina, MN 55439  Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner  Full Name (Last name first, if individual) Felt, Jeffrey M.D.  Business or Residence Address (Number and Street, City, State, Zip Code)  5909 Baker Road, Suite 550, Minnetonka, MN 55345  Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [x] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Stassen, David  Business or Residence Address (Number and Street, City, State, Zip Code)  Business or Residence Address (Number and Street, City, State, Zip Code)  Business or Residence Address (Number and Street, City, State, Zip Code)  Business or Residence Address (Number and Street, City, State, Zip Code)  Business or Residence Address (Number and Street, City, State, Zip Code)		•		e)		
Pequot Healthcare Venture Fund, L.P.  Business or Residence Address (Number and Street, City, State, Zip Code)  500 Nyala Farm Road, Westport, CT 06880  Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Dougherty Opportunity Fund II, L.P.  Business or Residence Address (Number and Street, City, State, Zip Code)  7200 Metro Boulevard, Edina, MN 55439  Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Felt, Jeffrey M.D.  Business or Residence Address (Number and Street, City, State, Zip Code)  5909 Baker Road, Suite 550, Minnetonka, MN 55345  Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [x] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Stassen, David  Business or Residence Address (Number and Street, City, State, Zip Code)  Business or Residence Address (Number and Street, City, State, Zip Code)  Business or Residence Address (Number and Street, City, State, Zip Code)  Business or Residence Address (Number and Street, City, State, Zip Code)  10400 Viking Drive, Suite 550, Eden Prairie, MN 55344	Check Box(es) that Apply:	[ ] Promoter	[ x ] Beneficial Owner	[ ] Executive Officer	[ ] Director	[ ] General and/or Managing Partner
Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Dougherty Opportunity Fund II, L.P.  Business or Residence Address (Number and Street, City, State, Zip Code)  7200 Metro Boulevard, Edina, MN 55439  Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Felt, Jeffrey M.D.  Business or Residence Address (Number and Street, City, State, Zip Code)  5909 Baker Road, Suite 550, Minnetonka, MN 55345  Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [x] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Stassen, David  Business or Residence Address (Number and Street, City, State, Zip Code)  Business or Residence Address (Number and Street, City, State, Zip Code)  Business or Residence Address (Number and Street, City, State, Zip Code)  Business or Residence Address (Number and Street, City, State, Zip Code)  10400 Viking Drive, Suite 550, Eden Prairie, MN 55344	•	•				
Full Name (Last name first, if individual)  Dougherty Opportunity Fund II, L.P.  Business or Residence Address (Number and Street, City, State, Zip Code)  7200 Metro Boulevard, Edina, MN 55439  Check Box(es) that Apply: [] Promoter [x] Beneficial Owner [] Executive Officer [] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Felt, Jeffrey M.D.  Business or Residence Address (Number and Street, City, State, Zip Code)  5909 Baker Road, Suite 550, Minnetonka, MN 55345  Check Box(es) that Apply: [] Promoter [] Beneficial Owner [] Executive Officer [x] Director [] General and/or Managing Partner  Full Name (Last name first, if individual)  Stassen, David  Business or Residence Address (Number and Street, City, State, Zip Code)  10400 Viking Drive, Suite 550, Eden Prairie, MN 55344		-	et, City, State, Zip Cod	e)		
Business or Residence Address (Number and Street, City, State, Zip Code)  7200 Metro Boulevard, Edina, MN 55439  Check Box(es) that Apply: [ ] Promoter [ x ] Beneficial Owner [ ] Executive Officer [ ] Director [ ] General and/or Managing Partner  Full Name (Last name first, if individual)  Felt, Jeffrey M.D.  Business or Residence Address (Number and Street, City, State, Zip Code)  5909 Baker Road, Suite 550, Minnetonka, MN 55345  Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ x ] Director [ ] General and/or Managing Partner  Full Name (Last name first, if individual)  Stassen, David  Business or Residence Address (Number and Street, City, State, Zip Code)  10400 Viking Drive, Suite 550, Eden Prairie, MN 55344	Check Box(es) that Apply:	[ ] Promoter	[ x ] Beneficial Owner	[ ] Executive Officer	[ ] Director	[ ] General and/or Managing Partner
Check Box(es) that Apply: [ ] Promoter [ x ] Beneficial Owner [ ] Executive Officer [ ] Director [ ] General and/or Managing Partner  Full Name (Last name first, if individual)  Felt, Jeffrey M.D.  Business or Residence Address (Number and Street, City, State, Zip Code)  5909 Baker Road, Suite 550, Minnetonka, MN 55345  Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ x ] Director [ ] General and/or Managing Partner  Full Name (Last name first, if individual)  Stassen, David  Business or Residence Address (Number and Street, City, State, Zip Code)  10400 Viking Drive, Suite 550, Eden Prairie, MN 55344			· · · · · · · · · · · · · · · · · · ·			
Full Name (Last name first, if individual) Felt, Jeffrey M.D. Business or Residence Address (Number and Street, City, State, Zip Code) 5909 Baker Road, Suite 550, Minnetonka, MN 55345 Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ x ] Director [ ] General and/or Managing Partner Full Name (Last name first, if individual) Stassen, David Business or Residence Address (Number and Street, City, State, Zip Code) 10400 Viking Drive, Suite 550, Eden Prairie, MN 55344		•	et, City, State, Zip Cod	e)		
Felt, Jeffrey M.D.  Business or Residence Address (Number and Street, City, State, Zip Code)  5909 Baker Road, Suite 550, Minnetonka, MN 55345  Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ x ] Director [ ] General and/or Managing Partner  Full Name (Last name first, if individual)  Stassen, David  Business or Residence Address (Number and Street, City, State, Zip Code)  10400 Viking Drive, Suite 550, Eden Prairie, MN 55344	Check Box(es) that Apply:	[ ] Promoter	[x] Beneficial Owner	[ ] Executive Officer	[ ] Director	[ ] General and/or Managing Partner
5909 Baker Road, Suite 550, Minnetonka, MN 55345  Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ x ] Director [ ] General and/or Managing Partner  Full Name (Last name first, if individual)  Stassen, David  Business or Residence Address (Number and Street, City, State, Zip Code)  10400 Viking Drive, Suite 550, Eden Prairie, MN 55344	•	ndividual)				
Full Name (Last name first, if individual) Stassen, David Business or Residence Address (Number and Street, City, State, Zip Code) 10400 Viking Drive, Suite 550, Eden Prairie, MN 55344		•		e)		
Stassen, David Business or Residence Address (Number and Street, City, State, Zip Code) 10400 Viking Drive, Suite 550, Eden Prairie, MN 55344	Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[x] Director	[ ] General and/or Managing Partner
10400 Viking Drive, Suite 550, Eden Prairie, MN 55344	• •	ndividual)				
Check Box(es) that Apply: [   Promoter [ ] Beneficial Owner [ ] Executive Officer [ x ] Director [ ] General and/or Managing Partner				e)		
	Check Box(es) that Apply:	[   Promoter	[ ] Beneficial Owner	] Executive Officer	[ x ] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if individual) Vernon, Anthony	•	ndividual)			·	

Chal D. ( ) de A. I.		f 1D 5:10	1.17 ( 007	( 10' .	(10 1 1/14 1 1 1 1
Check Box(es) that Apply:	[   Promoter	[ x ] Beneficial Owner	[ ] Executive Officer	[ x ] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if Yuan, Hanson, M.D.	`individual)				
Business or Residence Addres 5066 Pine Valley Drive, Faye			le)		
Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[x] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if McCutcheon, John	individual)				
Business or Residence Addres 9600 West 76th Street, Suite	•		le)		
Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[ ] Executive Officer	[x] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if Gove, Peter	individual)				
Business or Residence Addres 9600 West 76th Street, Suite			ie)		
Check Box(es) that Apply:	[ ] Promoter	[ x ] Beneficial Owner	[ ] Executive Officer	[ ] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if Upper Lake Growth Capital	,	, , .,			
Business or Residence Address 10400 Viking Drive, Suite 52	•		e)		
Check Box(es) that Apply:	[ ] Promoter	[ x ] Beneficial Owner	[ ] Executive Officer	[ ] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if Sulzer Medica USA Inc.	individual)	<del></del>			
Business or Residence Addres 3 East Greenway Plaza, Suit			e)		
Check Box(es) that Apply:	[ ] Promoter	[ x ] Beneficial Owner	[ ] Executive Officer	[ ] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if St. Paul Venture Capital VI,	•				
Business or Residence Address 10400 Viking Drive, Suite 55			e)		
Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[ x ] Executive Officer	[ ] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if Burke, Ronald	individual)				
Business or Residence Address 9600 West 7th Street, Suite T			e)		
Check Box(es) that Apply:	[ ] Promoter	[ x ] Beneficial Owner	[ ] Executive Officer	[ ] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if Maverick Fund, L.D.C.	individual)				
Business or Residence Address		•	e)		
300 Crescent Court, 18th Flo Check Box(es) that Apply:			[ ] Evenurius Officer	[ ] Director	[ ] General and/or Managing Partner
		( X ) Deficiencial Owner	[ ] Executive Officer	[ ] Director	[ ] Ocherar and/or Managing Partier
Full Name (Last name first, if Maverick Fund II, Ltd.	individual)				
Business or Residence Address	s (Number and Str	eet, City, State, Zip Cod	e)		
300 Crescent Court, 18th Flo		· ·			
Check Box(es) that Apply:	[ ] Promoter	[ ] Beneficial Owner	[x] Executive Officer	[ ] Director	[ ] General and/or Managing Partner
Full Name (Last name first, if Broughton, James	·				
Business or Residence Address 9600 West 7th Street, Suite T			e)		
your rest / Street, State 1	, Euch Frairie, M	UN 22244			

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

					B. I	NFORMA	ATION A	BOUT OF	FFERING		_			
1. Has t	the issuer so	old, or does	the issuer i	ntend to se	ell, to non-a	ccredited in	vestors in	this offering	;?			<u> </u>		Yes 1
											••••••		••••••••	[] [
) \1.m.=+	ingh								ng under UL					
4. wnat	is ine mini	mum inves	tment that w	/ill be accep	pted from a	ıny individu	al?		••••••		•••••••			\$ N/
	are otternit	g permit joi	nt ownershi	p of a singl	le unit?	••••••••	•••••		••••••					Yes N [x]
for so or dea	the information of aler register	ation reque: f purchasers ed with the	sted for each s in connecti sSEC and/o	h person wi ion with sal	ho has beer les of secur	or will be	paid or give offering. If	en, directly f a person to	or indirectly be listed is aler. If mon or dealer on	any com	mission or	similar rem	uneration	
ull Name	e (Last nam	ne first, if in				ar the fillor		mat broker	or dealer on	ly. 				
	, Thomas					·								
75 Cabo	t Street, St	c Address ( Lite 10, Ber	Number and verly, MA (	d Street, Ci <b>11915</b>	ity, State, 2	Zip Code)								
lame of A	Associated I	Broker or D	Dealer							. <u> </u>				
	Venture S					_								-
ates in V Check)	Which Person  K "All States	on Listed Hi s" or check	as Solicited	or Intends	to Solicit P	urchasers					<del></del>		<u> </u>	
				,	************	••••••	•••••••	•••-•					f	] All State
	(AL) [IL]	(AK) [IN]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	{FL}	[GA]	ПНП		
	[MT]	INEI	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA]	[ME]	[MD]	[MAØ]	[MI]	[MN]	[MS]	[ID] [MO]	
	[ * * * * ]													
	[RI]	įsci	[SD]	[TN]	[TX]	(NM) (UT)	[NY] [VT]	[NC] [VA]	[ND] [WA]	(OH)	[OK]	[OR]	[PA]	
ull Name			[SD]					[VA]	[ND] [WA]	[OH]	[OK] [WI]	[OR] [WY]		
	[RI]	first, if inc	[SD] dividual)	[TN]	[TX]	[עדי]			• •				[PA]	
	[RI]	first, if inc	[SD]	[TN]	[TX]	[עדי]			• •				[PA]	
ısiness or	[RI]	Address (N	[SD] dividual) Number and	[TN]	[TX]	[עדי]			• •				[PA]	
usiness or	[RI] (Last name r Residence	Address (N	[SD] dividual) Number and	[TN]	y, State, Z	(UT)			• •				[PA]	
isiness or	[RI] (Last name r Residence	Address (Notes or De Listed Ha	[SD] dividual)  Number and ealer	Street, Cit	y, State, Z	[UT]	[VT]	ĮVAJ	(WA)	[wvj	[WI]	(WY)	[PA]	
isiness or	[RI] (Last name r Residence associated B  Thich Persor "All States"	Address (Northern Delication Address (Northern Delication Listed Hamilton Check in C	[SD] dividual)  Number and ealer	Street, Cit	y, State, Z	[UT]	[VT]	ĮVAJ	• •	[wvj	[WI]	(WY)	[PA]	] All States
isiness or	[RI] (Last name r Residence ssociated B /hich Persor "All States"	Address (Northern Delication Listed Hamor Check in [AK]	[SD] dividual) Number and ealer s Solicited coindividual S [AZ]	Street, Cit or Intends to tates)	y, State, Z	[UT]	[CT]	ĮVAJ	(WA)	įwvj	[WI]	(WY)	[PA] [PR]	] Ail States
ame of A	[RI] (Last name r Residence associated B  Thich Persor "All States"	Address (Northern Delication Address (Northern Delication Listed Hamilton Check in C	[SD] dividual) Number and ealer s Solicited condividual S	Street, Cit	y, State, Z	[UT] ip Code) urchasers [CO] [LA]	[CT]	[DE]	[DC]	[WV]	[WI]	(WY)	[PA]	] All States
usiness or ame of A. ates in W (Check	[RI] (Last name r Residence ssociated B /hich Persor "All States" [AL] [IL] [MT] [RI]	Address (Northern Property of Charles and Address (Northern Property of	[SD] dividual) Number and ealer s Solicited cindividual S  [AZ] [IA] [NV] [SD]	Street, Cit or Intends to tates) [AR] [KS]	y, State, Z	[UT]	[CT]	[DE] [MD] [NC]	(DC) (MA) (ND)	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[PA] [PR] [ [ID] [MO] [PA]	] All States
usiness or ame of A. ates in W (Check	[RI] (Last name r Residence ssociated B /hich Persor "All States" [AL] [IL] [MT]	Address (Northern Property of Charles and Address (Northern Property of	[SD] dividual) Number and ealer s Solicited cindividual S  [AZ] [IA] [NV] [SD]	Street, Cit	y. State, Z. o Solicit Pu  [CA] [KY] [NJ]	[UT] ip Code) urchasers [CO] [LA] [NM]	[CT] [ME] [NY]	[DE]	[DC]	[WV]	[WI]	[HI]	[PA] [PR] [	] Ail States
arme of A.  Attes in W (Check	[RI] (Last name r Residence ssociated B /hich Persor "All States" [AL] [IL] [MT] [RI] (Last name	Address (Northead Address (Nor	[SD] dividual) Number and ealer s Solicited coindividual S [AZ] [IA] [NV] [SD] ividual)	Street, Cit	y. State, Z. o Solicit Pu  [CA] [KY] [NJ] [TX]	[UT]  p Code)  urchasers  [CO] [LA] [NM] [UT]	[CT] [ME] [NY]	[DE] [MD] [NC]	(DC) (MA) (ND)	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[PA] [PR] [ [ID] [MO] [PA]	] All States
usiness or ame of A. ates in W (Check	[RI] (Last name r Residence ssociated B /hich Persor "All States" [AL] [IL] [MT] [RI] (Last name	Address (Northead Address (Nor	[SD] dividual) Number and ealer s Solicited cindividual S  [AZ] [IA] [NV] [SD]	Street, Cit	y. State, Z. o Solicit Pu  [CA] [KY] [NJ] [TX]	[UT]  p Code)  urchasers  [CO] [LA] [NM] [UT]	[CT] [ME] [NY]	[DE] [MD] [NC]	(DC) (MA) (ND)	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[PA] [PR] [ [ID] [MO] [PA]	] All States
usiness or ame of A ates in W (Check	[RI] (Last name r Residence ssociated B /hich Persor "All States" [AL] [IL] [MT] [RI] (Last name	Address (North Addres	[SD] dividual) Number and ealer s Solicited of individual S [AZ] [IA] [NV] [SD] ividual) umber and s	Street, Cit	y. State, Z. o Solicit Pu  [CA] [KY] [NJ] [TX]	[UT]  p Code)  urchasers  [CO] [LA] [NM] [UT]	[CT] [ME] [NY]	[DE] [MD] [NC]	(DC) (MA) (ND)	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[PA] [PR] [ [ID] [MO] [PA]	] Ail States
usiness or ame of A ates in W (Check	[RI] (Last name r Residence ssociated B  Thich Persor "All States  [AL] [IL] [MT] [RI] (Last name  Residence a  sociated Bro	Address (Notes or Decorate Listed Hamiltonian Listed Hamiltonian Listed Hamiltonian Listed Hamiltonian Listed Hamiltonian Listed Hamiltonian (AK) [IN] [NE] [SC] first, if indicates (Notes or Decorate Listed Hamiltonian Lis	[SD] dividual) Number and ealer s Solicited coindividual S [AZ] [IA] [NV] [SD] ividual) umber and s aler	Street, Cit  or Intends to tates)  [AR] [KS] [NH] [TN]	y, State, Zoo Solicit Pulicular (CA) [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY]	[DE] [MD] [NC]	(DC) (MA) (ND)	[FL] [MI] [OH]	[GA] [MN] [OK]	[HI] [MS] [OR]	[PA] [PR] [ [ID] [MO] [PA]	] Ail States
arme of Arme	[RI] (Last name r Residence ssociated B hich Persor "All States" [AL] [IL] [MT] [RI] (Last name Residence A ssociated Breach	Address (Notes of Declaration of Dec	[SD] dividual) Number and ealer s Solicited of individual S [AZ] [IA] [NV] [SD] ividual) umber and s aler	Street, City  Street, City  [AR] [KS] [NH] [TN]	y, State, Z	[UT] ip Code) urchasers [CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[PA] [PR]	
usiness or ame of A ates in W (Check II Name (	[RI] (Last name r Residence r Residence ssociated B (hich Person "All States" [LL] [MT] [RI] (Last name Residence A ssociated Brothich Person 'All States"	Address (Notes or Dec	[SD] dividual) Number and ealer s Solicited of individual S [AZ] [IA] [NV] [SD] ividual) umber and s aler Solicited or odividual Sta	Street, City  Tintends to tates)  [AR] [KS] [NH] [TN]  Street, City  Intends to attes)	y, State, Z. o Solicit Pu  [CA] [KY] [NJ] [TX]	[UT] ip Code) urchasers [CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	(DC) (MA) (ND)	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[PA] [PR]	
usiness or ame of A ates in W (Check II Name (	[RI] (Last name r Residence ssociated B hich Persor "All States" [AL] [IL] [MT] [RI] (Last name Residence A ssociated Breach	Address (Notes of December 1)  Address (Notes of December 1)  [AK]  [IN]  [NE]  [SC]  first, if indicates (Notes of December 1)  Listed Has of check if	[SD] dividual) Number and ealer s Solicited of individual S [AZ] [IA] [NV] [SD] ividual) umber and s aler Solicited of ordividual State [AZ]	Street, City  Intends to tates)  [AR] [KS] [NH] [TN]  Street, City  Intends to ates)  [AR]	y, State, Zoo Solicit Pure (CA) [KY] [TX]	[UT]  ip Code)  urchasers  [CO] [LA] [NM] [UT]  Code)	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[PA] [PR] [PR] [PR] [PA] [PR]	
usiness or ame of A ates in W (Check II Name (	[RI] (Last name r Residence r Residence ssociated B (hich Person "All States" [AL] [IL] [MT] [RI] (Last name Residence A ssociated Brothich Person 'All States"	Address (Notes or Dec	[SD] dividual) Number and ealer s Solicited of individual S [AZ] [IA] [NV] [SD] ividual) umber and s aler Solicited or odividual Sta	Street, City  Tintends to tates)  [AR] [KS] [NH] [TN]  Street, City  Intends to attes)	y, State, Z. o Solicit Pu  [CA] [KY] [NJ] [TX]	[UT] ip Code) urchasers [CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[PA] [PR]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box [] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.			
	Type of Security	Aggregate Offering Price		Amount Already Sold
	Debt	\$0	\$	0
	Equity	32,000,00	<u>0</u> \$	26,312,450
	[ ] Common [x] Preferred			
	Convertible Securities (including warrants)	0	_ \$	0
	Partnership Interests \$	0	\$	0
	Other (Specify )	0	\$	0
	Total \$	32,000,00	<u>0</u> \$	26,312,450
	Answer also in Appendix, Column 3, if filing under ULOE.			
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."			
		Numb Investo		Aggregate Dollar Amoun of Purchases
	Accredited Investors	36	\$	26,312,450
	Non-accredited Investors	0	\$	0
	Total (for filings under Rule 504 only)		 \$	-
	Answer also in Appendix, Column 4, if filing under ULOE.		— <b>*</b>	
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.	_		
	Type of Offering	Type - Securi		Dollar Amount Sold
	Rule 505		\$.	
	Regulation A		\$	
	Rule 504		\$	
	Total			
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the	re		
	estimate. Transfer Agent's Fees	[]	\$	
	Printing and Engraving Costs	[]	\$	
	Legal Fees	[x]	\$	145,000
	Accounting Fees	[]	\$	
	Engineering Fees	[]	\$	
	Sales Commissions (Specify finders' fees separately)	[x]	s	150,000
	Other Expenses (identify)	[]	\$	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

[]

295,000

If the amount for any purpose is not known, furnish an estimate and payments listed must equal the adjusted gross proceeds to the issuer set for	check the box to the left of the orth in response to Part C—Ques	e estimate. I	ne tota e.	l of the			
				Payments to Officers, Directors & Affiliates			Payments to Others
Salaries and fees		[ ]	<b>\$</b> _	0	_ 🗆	\$ .	0
Purchase of real estate	,,,,	[ ]	\$_	0	[]	\$.	0
Purchase, rental or leasing and installation of machinery and equipm	ent	[]	\$_	0	_ []	\$ .	00
Construction or leasing of plant buildings and facilities		[]	\$_	. 0	[]	\$ -	0
Acquisition of other businesses (including the value of securities used in exchange for the assets or securities of another issuer pursuant			<b>s</b> _	0	_ []	\$_	0
Repayment of indebtedness		[]	\$_	0	_ []	\$_	0
Working capital		[x]	\$_	0	_ []	\$ _	31,705,000
Other (specify):		<del></del>					
		[]	\$_	0	_ (1	\$_	0
Column Totals			s _	0	_ []	\$_	0
Total Payments Listed (column totals added)		••••	{x}	\$ _31,705,0	000		
D. FEDI	ERAL SIGNATURE						
The issuer has duly caused this notice to be signed by the undersigned duly authundertaking by the issuer to furnish to the U.S. Securities and Exchange Common-accredited investor pursuant to paragraph (b)(2) of Rule 502.			formatio				
undertaking by the issuer to furnish to the U.S. Securities and Exchange Common-accredited investor pursuant to paragraph (b)(2) of Rule 502.					he issuer	to an	
undertaking by the issuer to furnish to the U.S. Securities and Exchange Common-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  Disc Dynamics, Inc.  Name of Signer (Print or Type)  Tit	instine (print or Type)	ts staff, the in	formatio	on furnished by t	he issuer	to an	
undertaking by the issuer to furnish to the U.S. Securities and Exchange Common-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  Disc Dynamics, Inc.  Name of Signer (Print or Type)  Tit	ission, upon written request of i	ts staff, the in	formatio	on furnished by t	he issuer	to an	
undertaking by the issuer to furnish to the U.S. Securities and Exchange Common-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  Disc Dynamics, Inc.  Name of Signer (Print or Type)  Tit	instine (print or Type)	ts staff, the in	formatio	on furnished by t	he issuer	to an	
undertaking by the issuer to furnish to the U.S. Securities and Exchange Common-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  Disc Dynamics, Inc.  Name of Signer (Print or Type)  Tit	instine (print or Type)	ts staff, the in	formatio	on furnished by t	he issuer	to an	
undertaking by the issuer to furnish to the U.S. Securities and Exchange Common-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  Disc Dynamics, Inc.  Name of Signer (Print or Type)  Tit	instine (print or Type)	ts staff, the in	formatio	on furnished by t	he issuer	to an	
undertaking by the issuer to furnish to the U.S. Securities and Exchange Common-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  Disc Dynamics, Inc.  Name of Signer (Print or Type)  Tit	instine (print or Type)	ts staff, the in	formatio	on furnished by t	he issuer	to an	
undertaking by the issuer to furnish to the U.S. Securities and Exchange Common-accredited investor pursuant to paragraph (b)(2) of Rule 502.  Issuer (Print or Type)  Disc Dynamics, Inc.  Name of Signer (Print or Type)  Tit	instine (print or Type)	ts staff, the in	formatio	on furnished by t	he issuer	to an	

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

